

**COMMONWEALTH OF KENTUCKY  
ENVIRONMENTAL AND PUBLIC PROTECTION CABINET  
OFFICE OF FINANCIAL INSTITUTIONS**

In Re:                                 )  
  )  
Charles E. Amos                    )  
  )  
Respondent                         )

**AGREED ORDER**

\*       \*       \*       \*       \*       \*

**BACKGROUND**

1.     The Office of Financial Institutions (Office) is the agency of Kentucky state government charged with administering the provisions of KRS Chapter 292, the Securities Act of Kentucky (Act). Pursuant to KRS 292.470(3), the executive director of the Office may issue a final order, after notice and opportunity for a hearing, directing any person found to have engaged in activity that constitutes a violation of this chapter to cease and desist from the activity or perform any other reasonable mandate.

2.     On November 28, 2007, the Office of Financial Institutions (Office) filed a Complaint for Injunctive Relief ("civil action") in Franklin Circuit Court of the Commonwealth of Kentucky against Young Oil Corporation (Young Oil) and other defendants including Charles E. Amos (Respondent), Civil Action No. 07-CI-1930.

3.     The Complaint in the civil action alleges violations of the Act by the Respondent including the offer and sale of unregistered securities. Specifically, the Complaint alleges the Respondent offered and sold unregistered securities by means of general solicitation resulting in the loss of a claimed exemption from registration for the securities. In addition, the Complaint alleges the Respondent failed to provide material information to investors in connection with the offer and sale securities.

4. The Respondent denies the above-referenced allegations set forth in the Complaint.

5. To avoid the time and expense of further litigating the civil action against Respondent, the Office and Respondent have agreed to settle the allegations against Respondent by the execution of this Agreed Order.

6. Respondent and the Office each expressly waive his or its right to a hearing in this matter and his or its right to seek judicial review of this Agreed Order, provided that such waiver is limited to the claims asserted against Respondent by the Office in this action.

#### FINDINGS OF FACT AND CONCLUSIONS OF LAW

The executive director finds that there is probable cause to conclude:

7. The Respondent offered and sold securities by means of general solicitation.

8. In violation of KRS 292.320, the Respondent failed to provide material information to investors in connection with offer and sale of securities.

9. In violation of KRS 292.340, Respondent offered securities that were not registered under the Act nor were they exempt from registration or covered securities.

10. This Agreed Order represents an appropriate resolution of the civil action as it pertains to Respondent and is necessary and in the public interest.

#### ORDER

The parties hereby agree that:

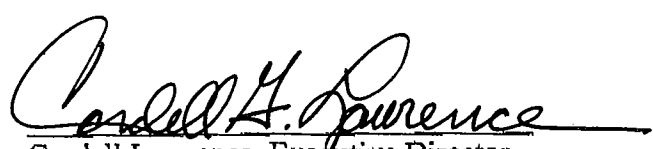
11. Respondent shall not offer or sell a security in Kentucky (including to or from Kentucky) unless the offer and sale is in compliance with the Securities Act of Kentucky.

12. Respondent shall reimburse the Office for its administrative costs in investigating this matter in the amount of one thousand dollars (\$1,000), which shall be due and payable upon execution of this Order by the Executive Director.

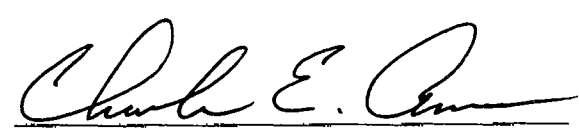
13. Respondent's execution of this Agreed Order does not constitute an admission of liability or wrongdoing on his part.


14. After execution of this Agreed Order by the executive director, the Office will file a motion to dismiss Respondent from the civil action, although Respondent agrees he will testify, if subpoenaed to do so, in any hearing that may take place in that action.

Executed this 9 day of June, 2008.

  
Cordell Lawrence, Executive Director  
Office of Financial Institutions  
Commonwealth of Kentucky

Have Seen and Agreed to:

  
Respondent

  
Michael A. Valenti  
Counsel for Respondent